EXHIBIT 13
PUBLIC REDACTED VERSION

Google P[lay]

Deprecated

STRICTL[Y CONFID]ENTIAL: DO NOT SHARE

Project Everest – Ramp up doc

Working document

DRAFT for discussion (WIP)

Work Plan & Timeline

Draft WIP: Discussion only
To be updated
Preliminary - Confidential

Beginning	Middle	End

Map the universe

◆ **Hiroshi Check in**

◆ **Review 'reco' with Leads & Sameer**   ◆ **Hiroshi Review**   ◆ **Recommended business model approach**

Ideate scenarios & ecosystem response   **Converge & finalize recommendation**

Principles
Evaluation framework
Solution space

Ongoing during ideation phase:
● Weekly Play leads check in
● TBC Sameer Check in (Bi-weekly?)

1 or 2 candidates

Operationalization

Finalize Financial Modeling

Launch Approach & Timeline

Market specific considerations

Detailed GAPP & Legal Reviews

Basecamp Team

workgroups

1 week cycle
5 weeks total

● Evaluate scenarios & responses
● Pros/cons
● Short term & Long term reactions
● Financial impacts
● Impact assessment on existing programs / pressures
● Risks

Google

Play Business Model Principles

Evaluation metrics

USERS

1. **Maximize value created for users.** Everything we can do to reduce friction, increase trust and grow the overall pie created on our Platform is the <u>unquestioned #1 priority</u>.

Active users/buyers, usage/purchases

DEVELOPERS

2. **Devs pay equitably for what the receive.** We need to align our business model around what delivers value for developers, and even charge dynamically for that value. Also we need to ensure we don't have free riders.

# of devs adopting, DSAT

GOOGLE

3. **Users & Devs benefit when Play has a commercial interest.** Play has invested in and enabled digital content growth over the past 12 years. We should be aiming to expand areas of commercial growth.

Absolute margin contribution

Is there a 4th one on regulatory?
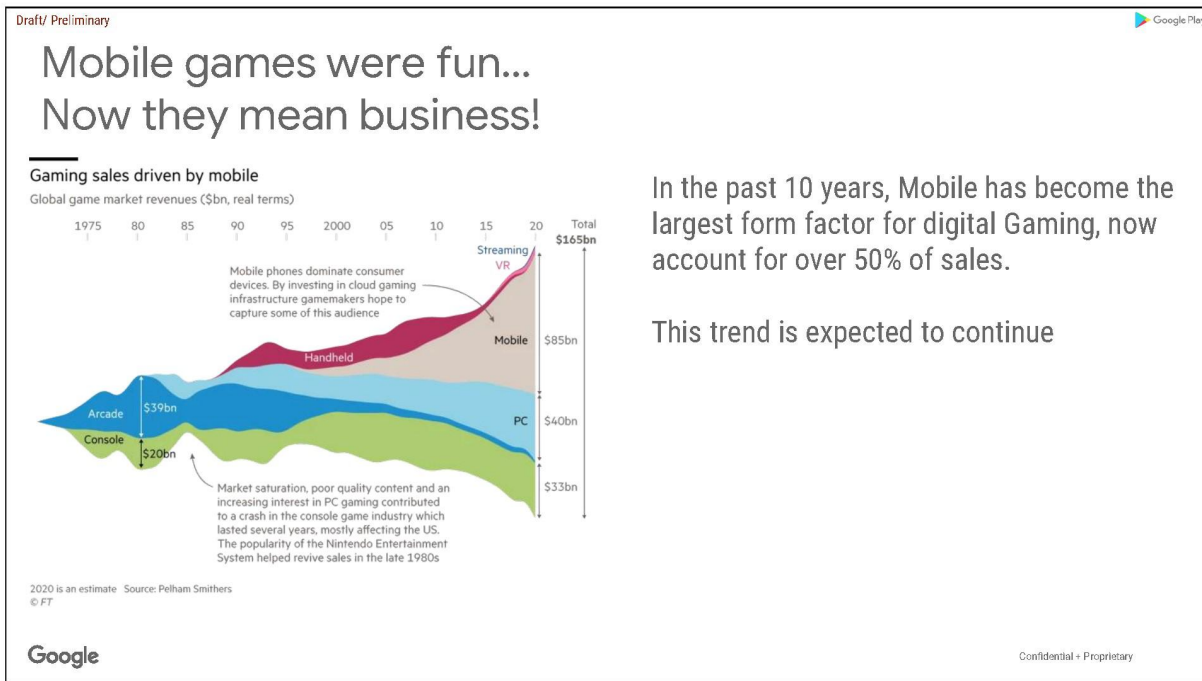
Google

Notes:

Proprietary + Confidential

The world has changed since Play's business model was set

Google

https://www.slideshare.net/DataReportal/digital-2021-april-global-statshot-report-v01
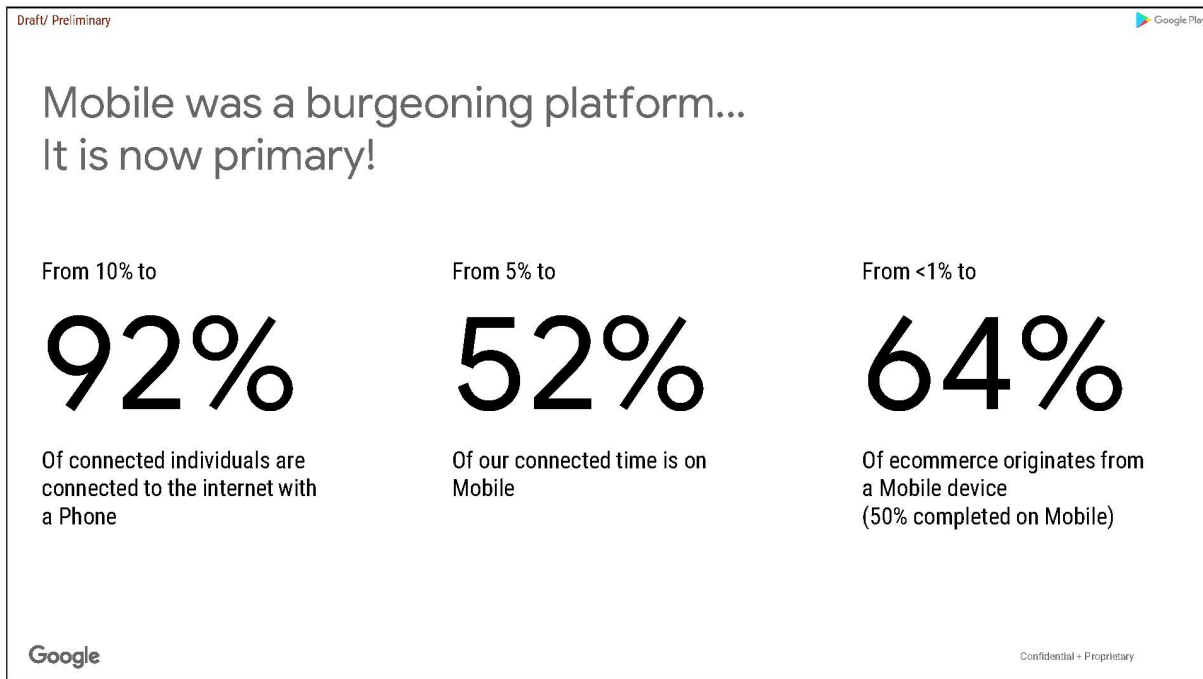
https://docs.google.com/presentation/d/1klERinZR9W7MeoqiXXazWbaf6gqC-DQapzxQz589mno/edit#slide=id.ga04164a408_0_5651

Financial Time/Pelham Smithers

Draft/ Preliminary

Google Play

To date, macro trends have favored Play.
Future looks different

Macro trends	From	To	Risks to Google Play
Digitalization of everything	Digital gaining share over physical	Digitalization of access to physical	Loss of scale as digital only marginalized (e.g. Uber 2x Play's GMV, Amazon 5x)
Everyone is connected	Mobile first	Multi-screen and seamless	Loss of higher value users to iOS (or other more integrated players)
Successful developers...	...are small and growing user base	...are large and optimizing share of wallet	Fewer symbiotic relationships Super Apps
Globalization	Scale and productivity	Value transfer / sovereignty concerns	Regulatory

COVID-19 crisis acting as accelerator

Google

Confidential + Proprietary

Other resources:
go/hello

Proprietary + Confidential

Play's Business Model Stance Today

Google
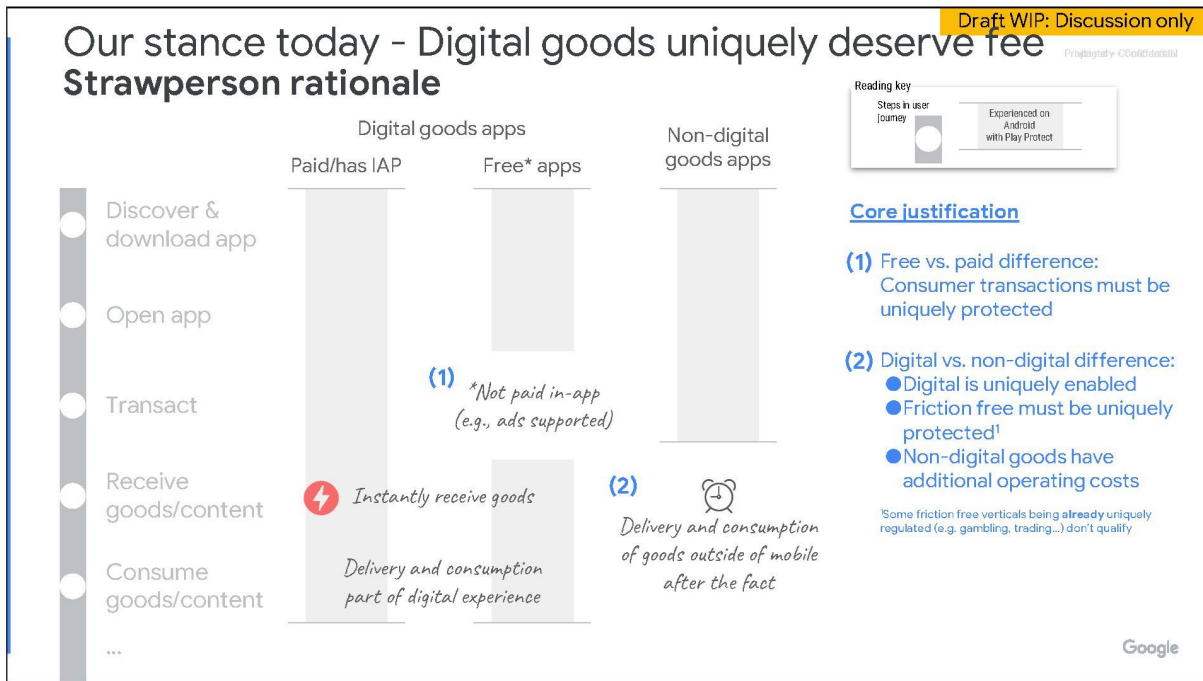
Liability and value, consume and sold on platform so platform value is really high, we create the market. Most of the value deliver occurs outside after we make the connection (role of platform is limited)

Value and consumer protection

Why only digital goods? (public talking points)

Play Billing is an integral part of Play:
- We require Play Billing for Digital Goods because it's good for users.
    - To enable an easy, trusted, secure user experience for Play users
    - To enable active & friction-free participation in Play marketing & promotional campaigns
    - Users expect us to ensure safe digital transactions.
- Play Billing is good for developers.
    - We don't make money unless they do
    - Developers can easily make their products available to ~2B+ users globally, benefiting from Play's long-term investment in monetization features - including FOPs like DCB and gift cards
    - We invest in a whole slew of monetization features like, Play Points, pre-reg, marketing and promotional programs, which we make available.
    - Helps fund the entire ecosystem - Play, Android, Partners

We treat digital goods differently:
- Android & Google Play's mobile ecosystem investment has **given rise to entirely new** digital-only businesses
    - We are **uniquely able** and **expected** to ensure a safe, secure & trusted environment **when the entirety of a user's purchase and use of that purchase** happens on their **Android phone**
    - We invest to enable **many features uniquely catering** to these apps (e.g., subscription platform, pre-reg/live-ops/games support, buyer programs, etc.)
- Non-digital apps contribute to our vibrant ecosystem delivering important information, value & services to users; they often invest via ads or other means into the Android enabled digital economy.

Developer businesses are free to choose alternative models
- Developers can charge their users outside of Play
- Developers can monetize via alternative means (eg. ads, other indirect monetization)

Google

More communication likely needed to address perception gap
Esp. value beyond billing & why digital goods are singled out

Android & Google Play [...] **gave rise to entirely new** digital-only businesses

[...] **infrastructure services** are **uniquely catering** to these apps (e.g., subscription platform, pre-reg / games support, buyer programs, etc.)

[...] **uniquely able** to ensure a safe, secure & trusted environment **when the entirety of their experience** happens on their **Android phone with Play Protect**

[...] businesses are **free to choose alternative** models
- [...] can charge their users outside of Play Protect
- [...] can choose alternative income streams (ads, other indirect monetization means)

Apps free to consumers, or not primarily enabled by digital experiences on mobile, contribute to our vibrant ecosystem by delivering incredible user value and invest via ads or other means into the Android enabled digital economy.

developers

Android Developers Blog

The latest Android and Google Play news for app and game developers.

Boosting developer success on Google Play

Draft WIP: Discussion only

Privileged & Confidential

More communication likely needed to address perception gap
Esp. value beyond billing & why digital goods are singled out

Android & Google Play [...] **gave rise to entirely new** digital-only businesses

[...] **infrastruct** *Should we start charging ads-support apps?* apps (e.g., subscription **platform, pre-reg / gaming support, buyer programs,** etc.)

[...] **uniquely** *Should we start charging for specific deliverables?* **ent when the entirety o** *What about distribution and discovery value?* **phone with Play Protect**

[...] businesses are **free to choose alternative** models

- [...] c *Should we expand and publicize LDAP, ADAP, etc.?*
- [...] can *How much choice is afforded by our policies?* **indirect** monetiz

Apps free to consumers, or not primarily enabled by digital experiences on mobile, contribute to our vibrant ecosystem by delivering incredible user value and invest via ads or other means into the Android enabled digital economy.

developers

Android Developers Blog

The latest Android and Google Play news for app and game developers.

Boosting developer success on Google Play

Draft WIP: Discussion only

Need to move carefully to maximize probability of success

Types of actions possible

Behind the scene work (e.g. Spotify, ...)
- Does it prepare us well in case our hand is forced?

Informing public narrative (e.g. value beyond billing)
- Are we increasing or decreasing our options?
- Are we positively affecting public perception or "stirring the pot"?

Business model change (e.g. Runway, Billing optionality...)
- Too much too early vs. too little too late

Success = a thriving ecosystem

- Android app ecosystem is a safe and trusted place for users
- Quality developers (of any size) can thrive and innovate
- Overall pie is largest it can be and Google is adequately compensated for stewardship
- (Marginally) lower pressure for adversarial regulation

Google

What should we do that prepares us best yet doesn't accelerate the expected outcome we foresee

Proprietary + Confidential

Pressures on Play's Business Model

Google

What's working well?

Developers
- Low barrier to entry and easy access to large user base
- Play's role is acknowledged in creating audiences for new freemium apps and games
- Play's investment in games (and digital content monetization)
- Accelerators that are margin aware

Users
- Frictionless discovery and download for freemium apps and games
- User trusted source of apps & games
- Frictionless payment and user protection on Google Play Billing transactions

Google
- Financially sustainable business and ability to invest in the platform

Google

Games
Newer Freemium Games
Apps
Digital only freemium
Margin aware accelerators
Non-monetizing apps
Strategy
Play Margins

Play Business Model Reg/Leg pressure varies across markets

Draft WIP: Discussion only

Privileged + Confidential

Market	Sources	Principle(s) seeing pressure
EU	Digital Market Act (DMA) draft	**Offer meaningful choices for developers.** Alleged tying of core services (GPB) **1P / 3P:** Self-preferencing 1P apps.
India	CCI investigation pending	**Service fees align with value:** Concerns that 30% is not sustainable for large or small developers
Korea	Draft law that would ban exclusive billing; KFTC and KCC investigations pending	**Enable innovation via small businesses / startups:** Concern about small devs threatening 30% level and pricing fairness for consumers **Offer meaningful choices for developers.** Play Billing requirement
Russia	RU FAS investigation pending	**Service fees align with value:** Legislation considered to cap app store commissions at 15%
UK	Epic case against Google	**Offer meaningful choices for developers:** Epic's 'Dominance competition claim'
US	Concerns from some state attorney generals, multiple developer & consumer class actions and Epic litigation	**Offer meaningful choices for developers.** Play Billing requirement **1P / 3P:** 1st Party Preferencing. **Service fees align with value:** Questions around 30% rev share
AU	ACCC app store market inquiry into potential competition and consumer issues	**1P / 3P:** 1st Party Preferencing **Service fees align with value:** Concerns on effect of fee structure on innovation
JP	JP P2B law could require payments policy justification & likely additional scrutiny	**Offer meaningful choices for developers.** Play Billing requirement **1P / 3P:** 1st Party Preferencing

Google

All regulatory activity preceded by developer agitation.

Key challenges to focus on ...

A/C Privileged & Confidential

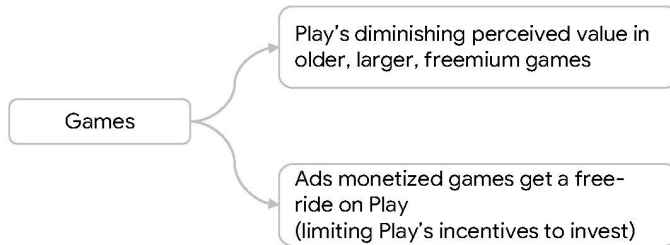| Principle(s) seeing pressure	Challenges to focus on
1P / 3P: • Self-preferencing 1P apps.	• Ensure 1Ps (inc. YT) on GPB, consistent treatment
Enable innovation via small businesses / startups: • Concern about small devs threatening 30% level and pricing fairness for consumers	• Runway
Pricing / Value: • Concerns that 30% is not sustainable for large or small developers	• Small / Med Devs - Runway • Large Devs - Partially Solved (GVP/AVP) • Apps / Low margin verticals - Partially solved • Emerging markets - Partially Solved (Runway)
Offer meaningful choices for developers. • Alleged tying of core services (GPB) • Epic's 'Dominance competition claim', Coalition complaints	• Apps / Multiplatform - Unsolved • Large Devs - TBD
Equitable: • We only charge for digital goods	• GPB vs. Non-GPB - Unsolved
Future Strategy	• Daily Destination

Google Play

https://docs.google.com/presentation/d/1PkOwirGnZ8s2Y4C6eLyglMtCIykoLCQ0LBb9IqXl2z4/edit?ts=60c23f5c#slide=id.gdc062801df_0_4

What's not working well for **Game Developers**

What's not working/opportunity to improve?

Games

Play's diminishing perceived value in older, larger, freemium games

Ads monetized games get a free-ride on Play
(limiting Play's incentives to invest)

Google

https://docs.google.com/spreadsheets/d/17teuoQXYQw-akGvJ8CyZrwiwznAsDrsz3VObs7MvxTA/edit#gid=0
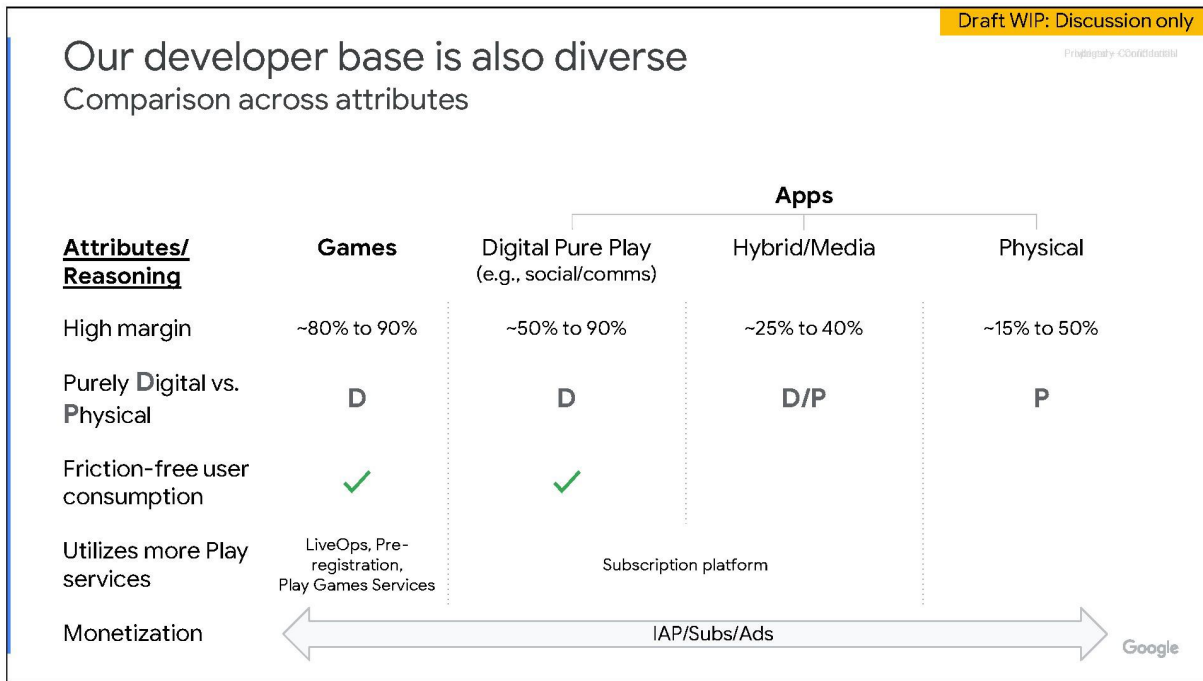
Draft WIP: Discussion only

Our developer base is also diverse
Comparison across attributes

Attributes/ Reasoning	Games	Apps		
		Digital Pure Play (e.g., social/comms)	Hybrid/Media	Physical
High margin	~80% to 90%	~50% to 90%	~25% to 40%	~15% to 50%
Purely **D**igital vs. **P**hysical	D	D	D/P	P
Friction-free user consumption	✓	✓		
Utilizes more Play services	LiveOps, Pre-registration, Play Games Services	Subscription platform		
Monetization	IAP/Subs/Ads			

Google

Match, why does 1 charge 30%

Match vs. Uber

What about x-selling (e.g., Games start selling physical goods)

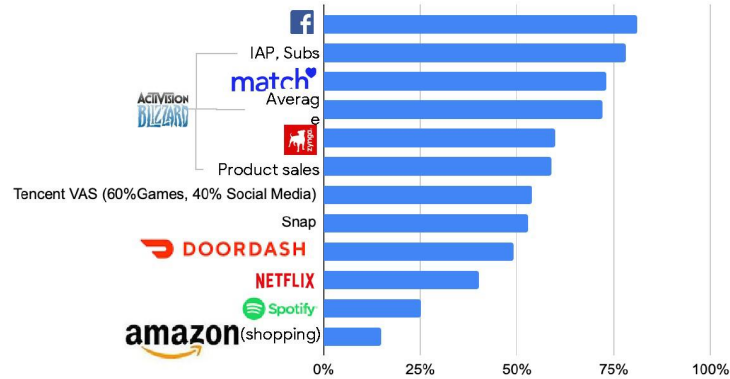Education of Gaming industry

Have surface

What about Apps? Some apps look like games

https://docs.google.com/spreadsheets/d/1UB-WiV1MtwxhvBgytoKin04s8jsHBouYkYETTF8tw2c/edit?resourcekey=0-nevcFAY0AfT-2wQrf1ZsPg#gid=725603953

we ran a simple scenario where we take into account fundamental economics, give choice/make it opt in, and everyone wins in the status quo... that's what it looks like

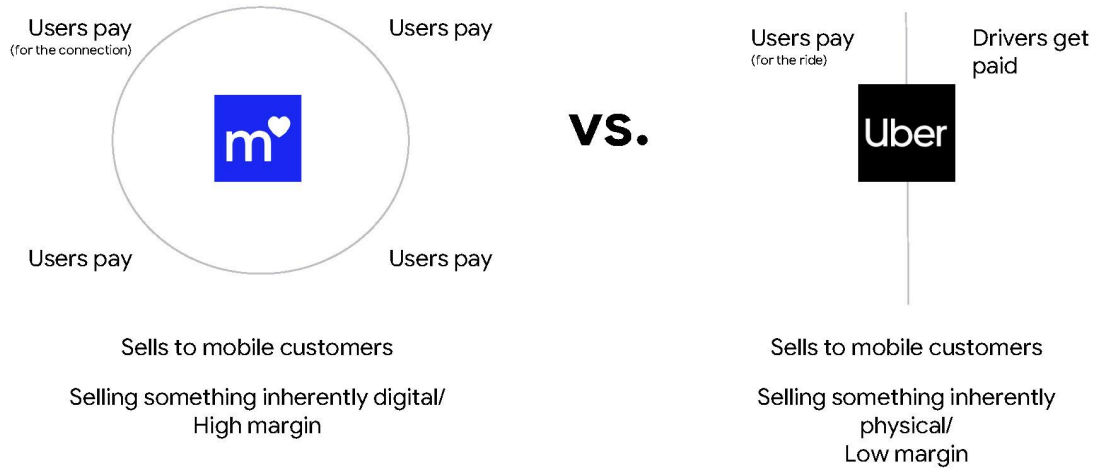There is precedent to 30% in Games, and it's facing pressure

Draft WIP: Discussion only
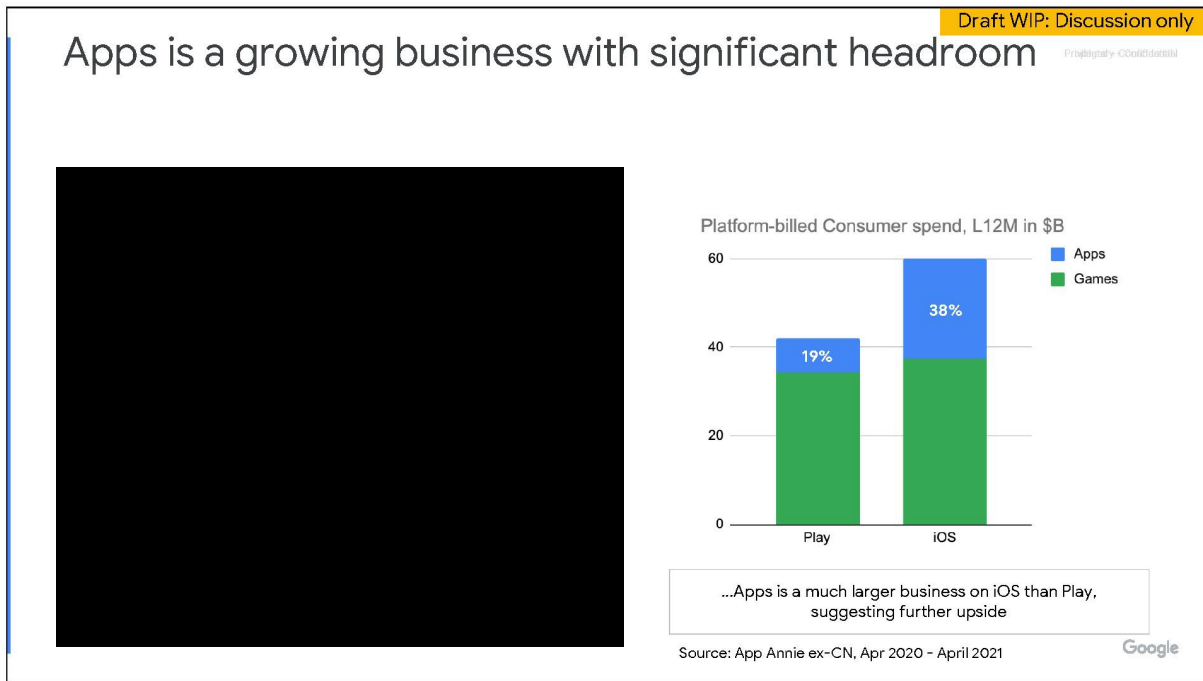
Digital game distribution fee
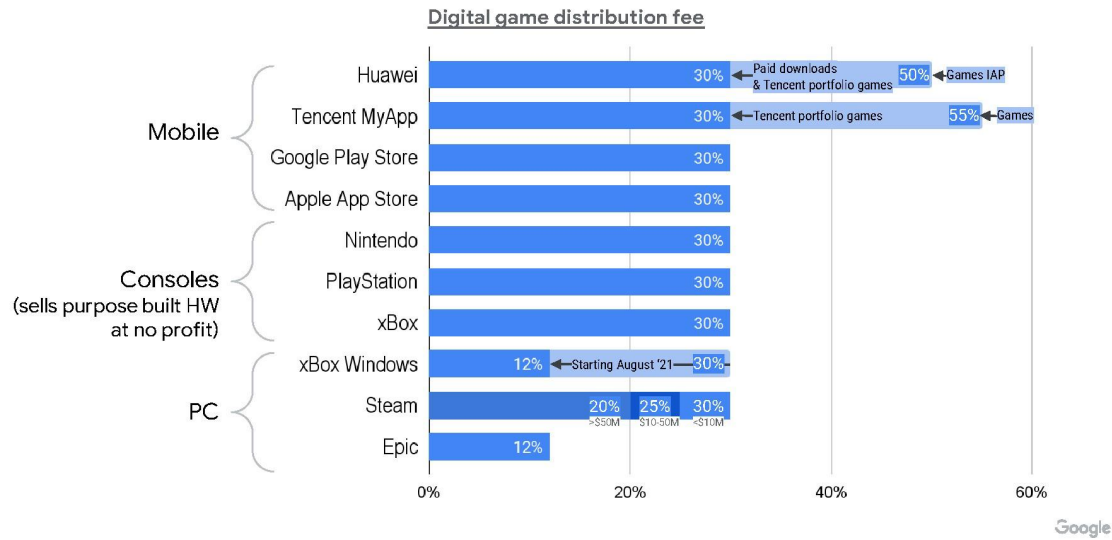
Both platforms participate in the mobile app ecosystem; differences though merit different charging models

Draft WIP: Discussion only

m♥ **VS.** Uber

Users pay (for the connection) | Users pay
Users pay | Users pay

Sells to mobile customers

Selling something inherently digital/ High margin

Users pay (for the ride) | Drivers get paid

Sells to mobile customers

Selling something inherently physical/ Low margin
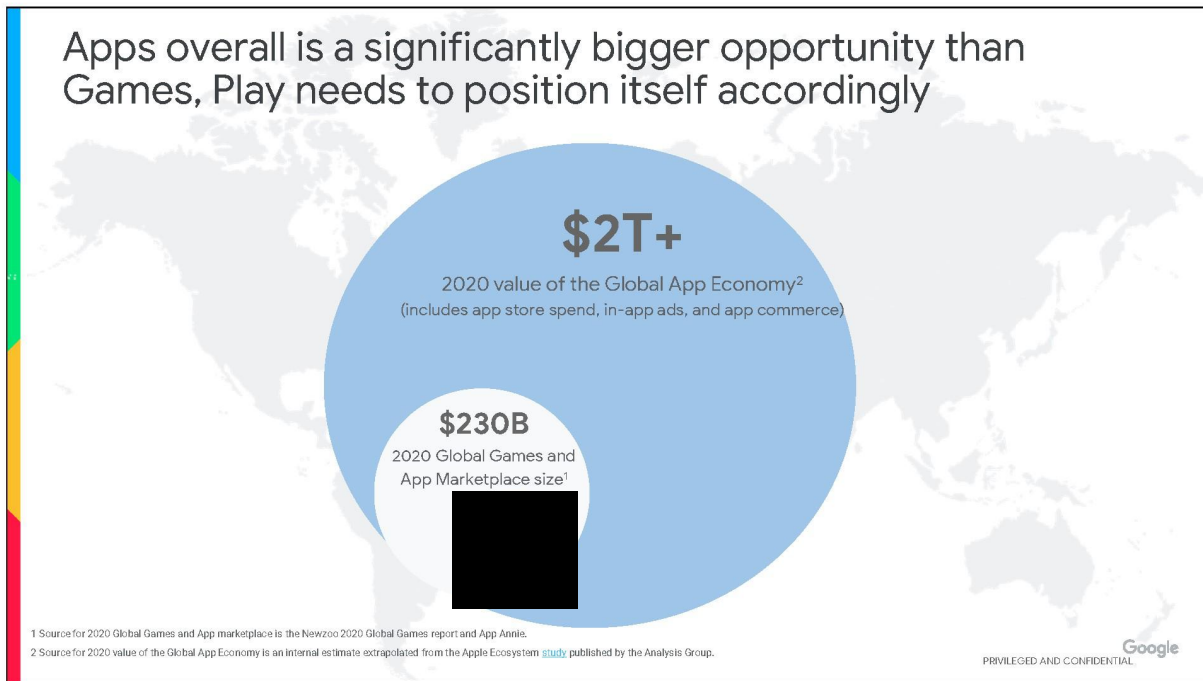
Google

Match, why does 1 charge 30%

Match vs. Uber

What about x-selling (e.g., Games start selling physical goods)

Education of Gaming industry

Have surface

What about Apps? Some apps look like games

https://docs.google.com/presentation/d/1CDXXSHU1LVYejysqYcsj_WfxkLbXsGSZ509tDF7udbs/edit?ts=60a5f7ec#slide=id.gd9f1e6464c_0_267

this shows the landscape we play in and that we have a lot of potential growth. doug would love me to point out...

Global Games Industry estimated to be $170B in 2020 (all platforms, incl CN). Apps spending estimated to be $50-$60B from Sensor Tower estimates (source)

Industry Comps:
Cloud Services - The worldwide public cloud services market is forecast to grow 6.3% in 2020 to total $257.9 billion, up from $242.7 billion in 2019, according to Gartner, Inc. - Expected to grow to $364B by 2022, 15% CAGR
Digital Advertising - Expected to grow from $330B to $500B by 2024, 12% CAGR (source: eMarketer forecast)
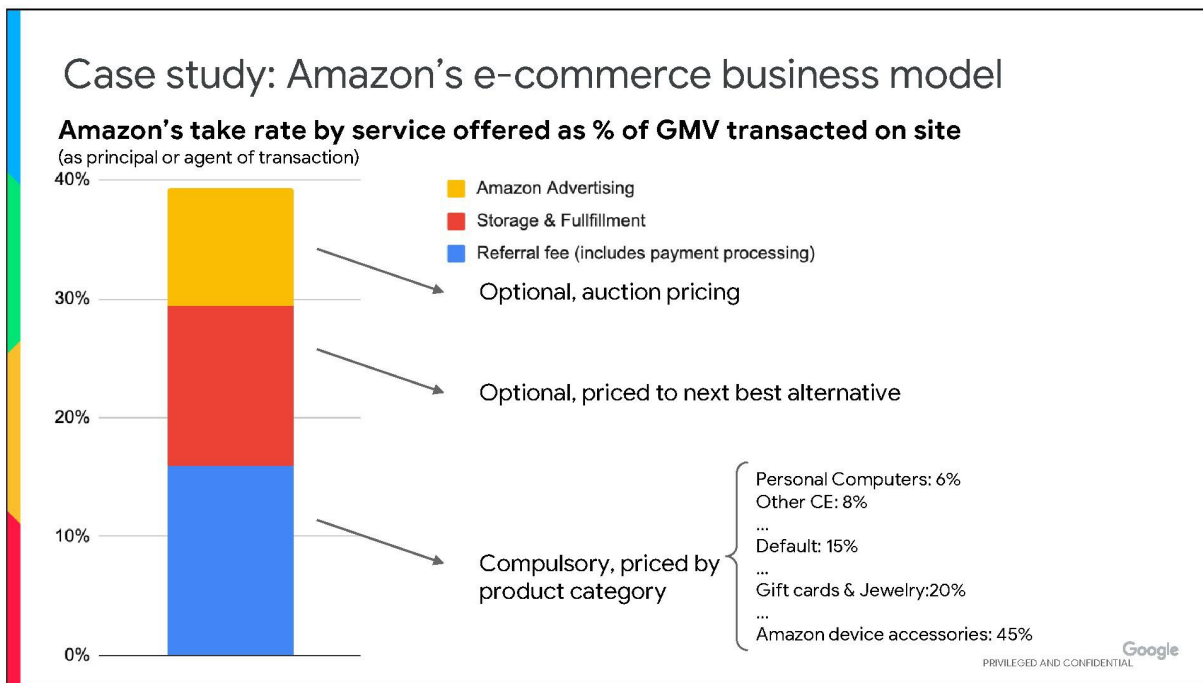
Antoine to add source

Costco's model

Membership fees represent 3/4 of Costco's profits

90M+ paying members (compulsory)

First priority is to get members to renew which means impressing them with excellent value

Self imposed rule: no item can be marked up more than 15%.

On average, they mark up 11% (vs. Walmart 24%, Target 35%)

4,000 SKUs per store (vs. Walmart superstore up to 130,000)

Kirkland Signature accounts for a quarter of its own sales

Membership fees sel selects affluent audience

Sources in speaker notes

Why CostCo is the anti Amazon
https://thehustle.co/costco-membership-economics/
https://www.businessinsider.com/costco-better-than-amazon-why-2019-3
https://www.forbes.com/sites/panosmourdoukoutas/2019/07/27/costco-beats-amazon-and-walmart/#3ca53ff74db0
https://www.fool.com/investing/2019/05/13/should-amazon-be-worried-about-costco.aspx
https://www.fool.com/investing/2016/12/08/costco-the-anti-amazon-keeps-on-growing.aspx
https://edition.cnn.com/2018/09/14/business/costco-warehouse-kirkland-signature-amazon-retail/index.html
https://www.foxbusiness.com/markets/costco-the-anti-amazon-keeps-on-growing
https://www.supermarketnews.com/online-retail/paying-play-costco-and-amazon
https://www.cnbc.com/2019/03/11/cramers-grocery-list-buy-amazon-and-costco-sell-kroger.html
https://www.costco.com/about.html
https://www.nytimes.com/2005/07/17/business/yourmoney/how-costco-became-the-antiwalmart.html
https://www.scribd.com/article/333080431/The-Magic-In-The-Warehouse
http://investor.costco.com/static-files/05c62fe6-6c09-4e16-8d8b-5e456e5a0f7e
https://www.wsj.com/articles/how-kirkland-signature-became-one-of-costcos-biggest-success-stories-1505041202
https://www.fool.com/investing/2019/05/13/should-amazon-be-worried-about-costco.aspx
https://www.fool.com/investing/2016/12/08/costco-the-anti-amazon-keeps-on-growing.aspx
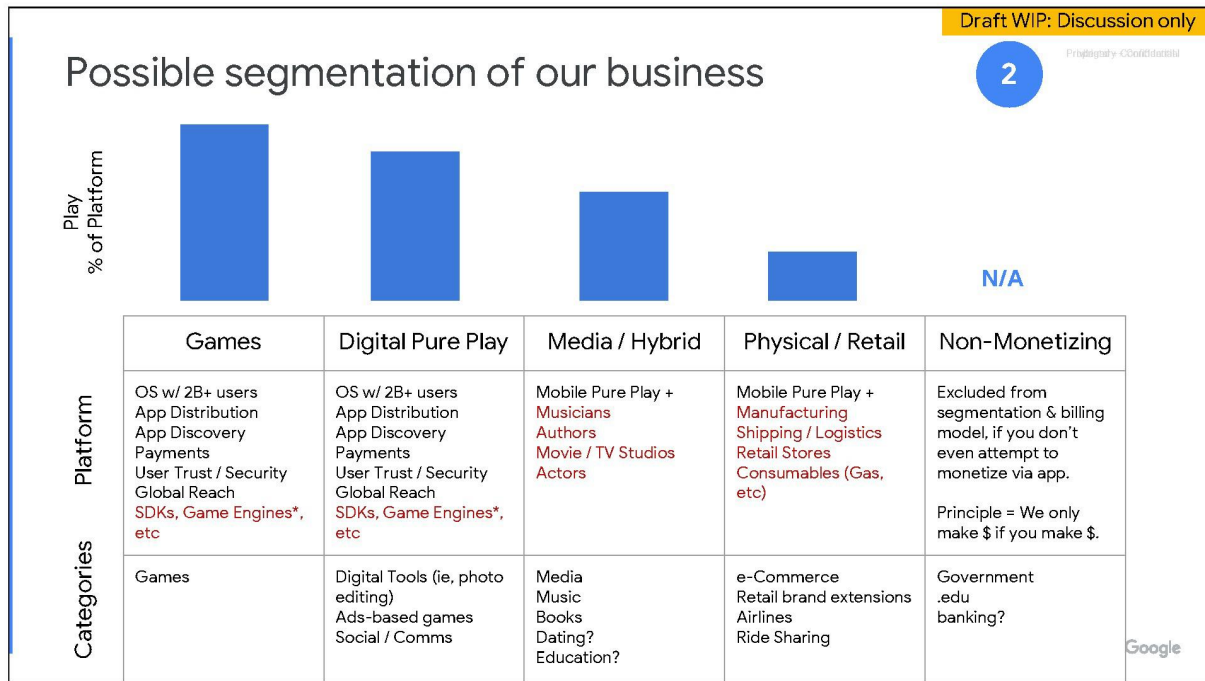https://www.investopedia.com/stock-analysis/040915/3-reasons-costco-great-company-cost.aspx
https://www.dropbox.com/s/7hohqj3rl2uv43p/COSTCO%20Deck.pdf?dl=0
Costco gas photo by Mike Mozart https://www.flickr.com/photos/jeepersmedia/15948832920 using
https://creativecommons.org/licenses/by/2.0/

Proprietary + Confidential

A Segmented Approach

Google

Draft WIP: Discussion only

Possible segmentation of our business   2

Privacy-Confidential

Play % of Platform

	Games	Digital Pure Play	Media / Hybrid	Physical / Retail	Non-Monetizing
Platform	OS w/ 2B+ users App Distribution App Discovery Payments User Trust / Security Global Reach SDKs, Game Engines*, etc	OS w/ 2B+ users App Distribution App Discovery Payments User Trust / Security Global Reach SDKs, Game Engines*, etc	Mobile Pure Play + Musicians Authors Movie / TV Studios Actors	Mobile Pure Play + Manufacturing Shipping / Logistics Retail Stores Consumables (Gas, etc)	Excluded from segmentation & billing model, if you don't even attempt to monetize via app. Principle = We only make $ if you make $.
Categories	Games	Digital Tools (ie, photo editing) Ads-based games Social / Comms	Media Music Books Dating? Education?	e-Commerce Retail brand extensions Airlines Ride Sharing	Government .edu banking?

N/A

Google

Notes:
Appx cost of ▮▮▮▮▮▮ in first year of program operation, assuming we start the "lifetime payout" meter one year before the program commences. Note this estimate does not yet include any changes to developer behavior as a result of the new pricing, which could be very significant. See summary of options slide for more comprehensive financial notes.

Draft WIP: Discussion only

Privileged & Confidential

Pro/Cons of segmenting Games

Pros	Cons
● Games already treated separately (e.g., Games Home and Play Games App) from user's perspective ● Play has already invested in Games and built specific features (e.g., LiveOps, Pre-reg) ● Well established vertical with its own industry ● May lead to better user experience and protection ● Provides a degree of separation from pressures/agitation in Apps	● Definition of Games is not straightforward (e.g., Roblox) ● May not be future-proof ● Adds complexity

Google

Match, why does 1 charge 30%

Match vs. Uber

What about x-selling (e.g., Games start selling physical goods)

Education of Gaming industry

Have surface

What about Apps? Some apps look like games

Games already treated separately
User protection

So what?
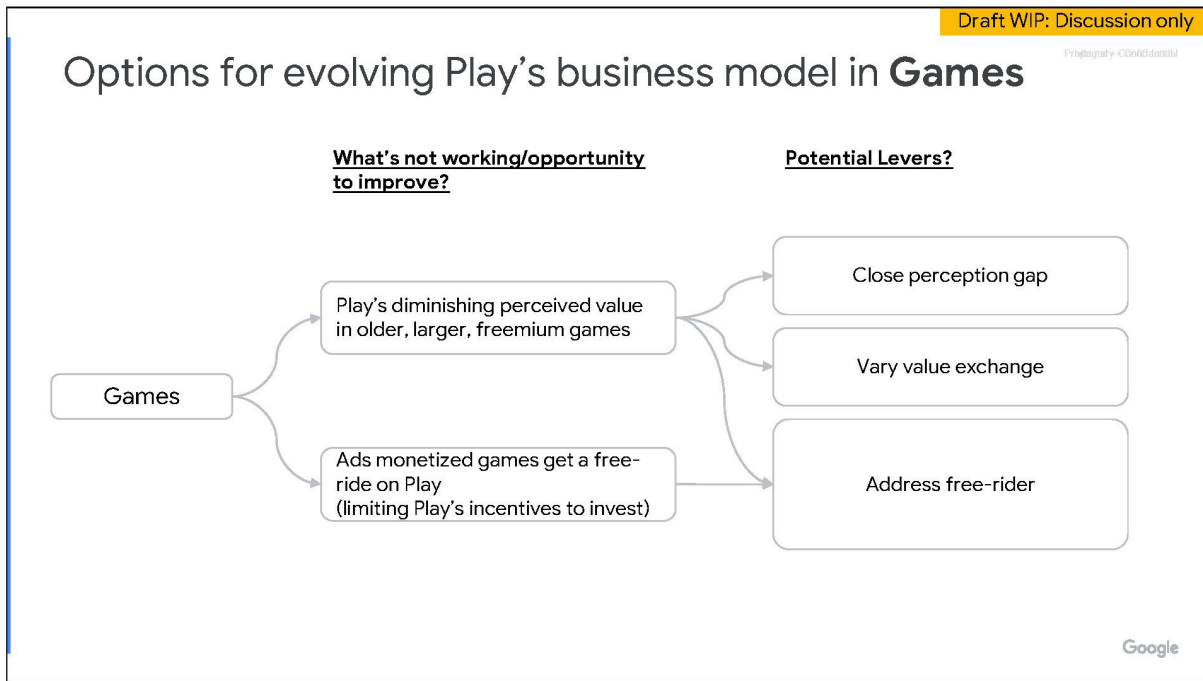
Price
Tenured buyer discount
Regressive revshare
Product
Shift store from discovery to engagement/retention
15% back to user retention program
Optionality
Games package optionality (liveOps)

Options for evolving Play's business model in **Apps**
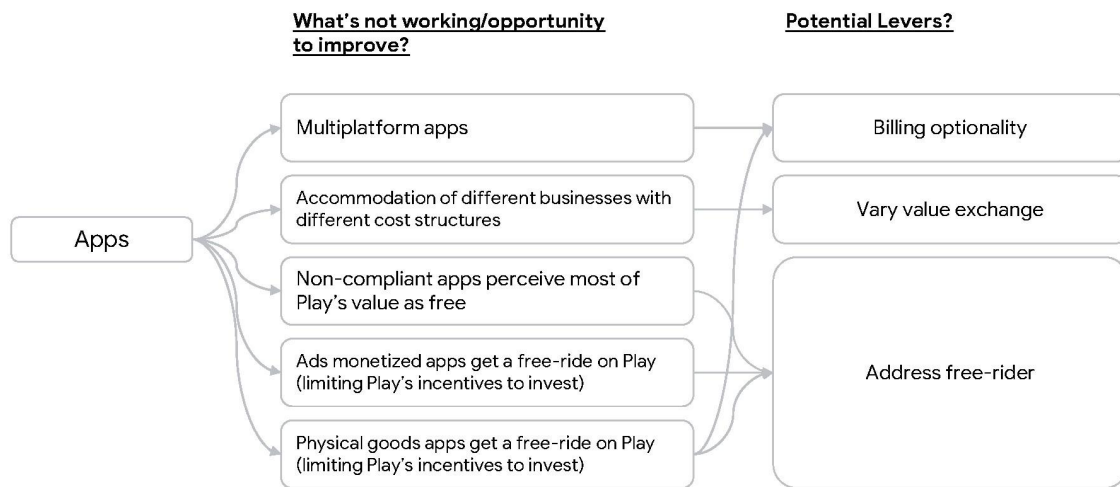
Draft WIP: Discussion only

Price
Tenured buyer discount
Regressive revshare
Product
Shift store from discovery to engagement/retention
15% back to user retention program
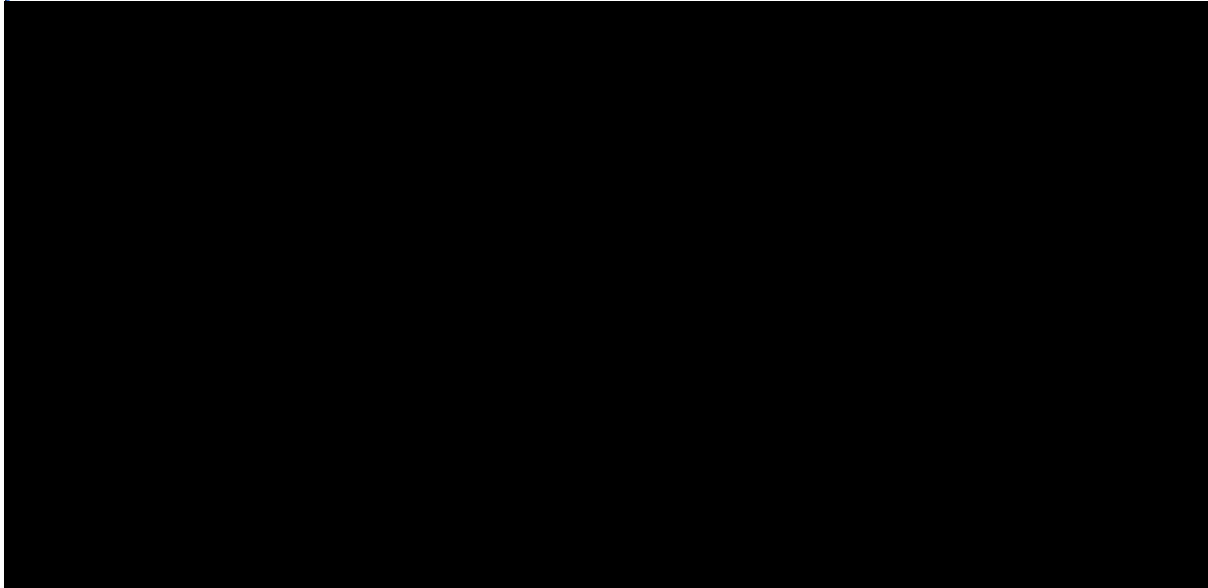Optionality
Games package optionality (liveOps)

Potential levers have varying degrees of impact
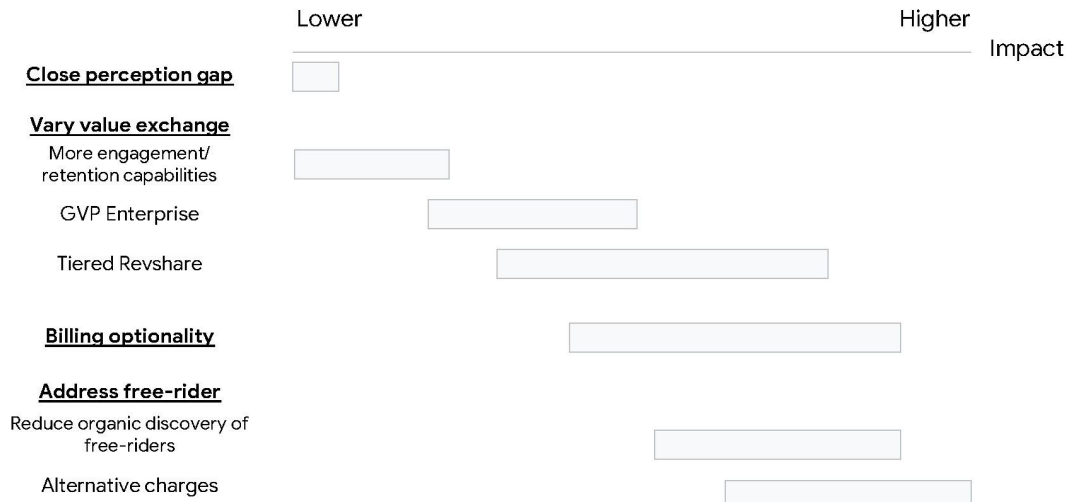
Levers 1 & 2 analysis

Privilegary-Confidential

Develop more engagement/retention capabilities	Make private programs (GVP) public (+ other offerings)
	Objective partnership criteria/guidelines Scaled program operations

Develop more engagement/retention capabilities

+ Aligns with Google Play's long term strategy (Daily Destination)

- Value may not be fully recognized or transparent
- Utilization and value created not uniform across developers
- Not really a business model change

Make private programs (GVP) public (+ other offerings)

+ Targets the games developers that are large, older and retaining buyers
+ Proven to be a "better way to write a check"; Drives other businesses across Google
+ Effective to-date. 20/21 (22?) devs signed.

- Not all developers on board.
- ROI could decrease if public due to less targeting & clearer rate cards.
- Fairness concerns from the middle class
- Large operational overhead. Deals negotiations and xPA alignment is a heavy lift
- Could have competition concerns. Particularly if GCP grows

Google

Price
Tenured buyer discount
Regressive revshare
Product
Shift store from discovery to engagement/retention
15% back to user retention program
Optionality
Games package optionality (liveOps)

Lever 3 – Tiered Revshare – 4 dimensions

Draft WIP: Discussion only

https://support.google.com/playdevops/answer/7676661?hl=en
60 day period starts whenever they initiate the subs, or the pause, or the cancel
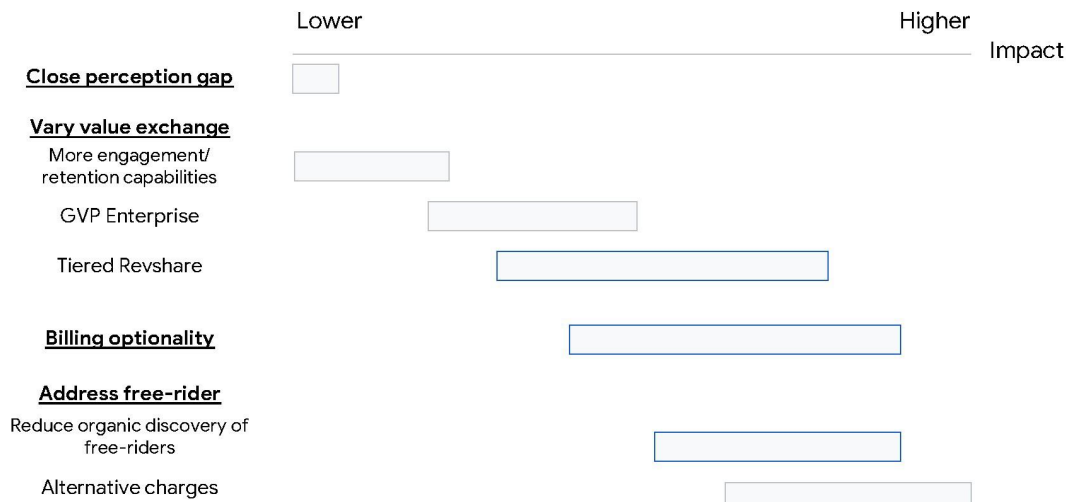
Levers 5 & 6 analysis

Proprietary + Confidential

✅
Reduce organic discovery of free-riders

❓
Alternative charges

+ Reinforces that discovery value is not free
+ Allows promotion of other Game developers that do pay into the ecosystem
+ Boosts ads business

+ Likely most impactful in addressing core game issues **if coupled with rev share decrease**

- Could create new agitation among ads-based developers that relied on organic discovery
- May promote 3P stores as impacted developers seek discovery elsewhere
- There isn't a clear separation between games that are ads-based vs. have in-app/subs (*mitigated w/ ASPPU threshold or ranking mechanism that credits revshare*)

- Risk of strong adverse reactions and impact

Could explore further if Levers 1 to 4 are insufficient

Google

Price
Tenured buyer discount
Regressive revshare
Product
Shift store from discovery to engagement/retention
15% back to user retention program
Optionality
Games package optionality (liveOps)

Potential levers have varying degrees of impact

Segmented Hybrid All-Inclusive + Billing Optionality
(Updated with Games segment)

Optional

Draft WIP: Discussion only

Segmented Hybrid All-Inclusive + Billing Optionality
(Updated with Games segment)

Optional

Draft WIP: Discussion only

Draft WIP: Discussion only
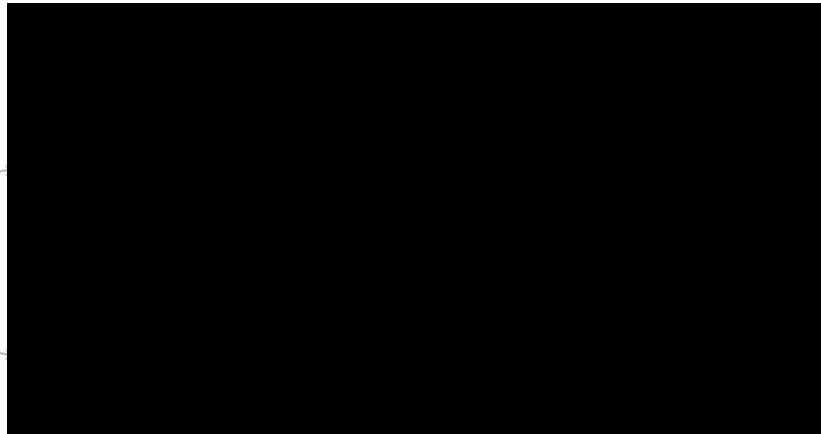
Scenario with opt-in choice for physical goods apps

amazon
(shopping)

Google

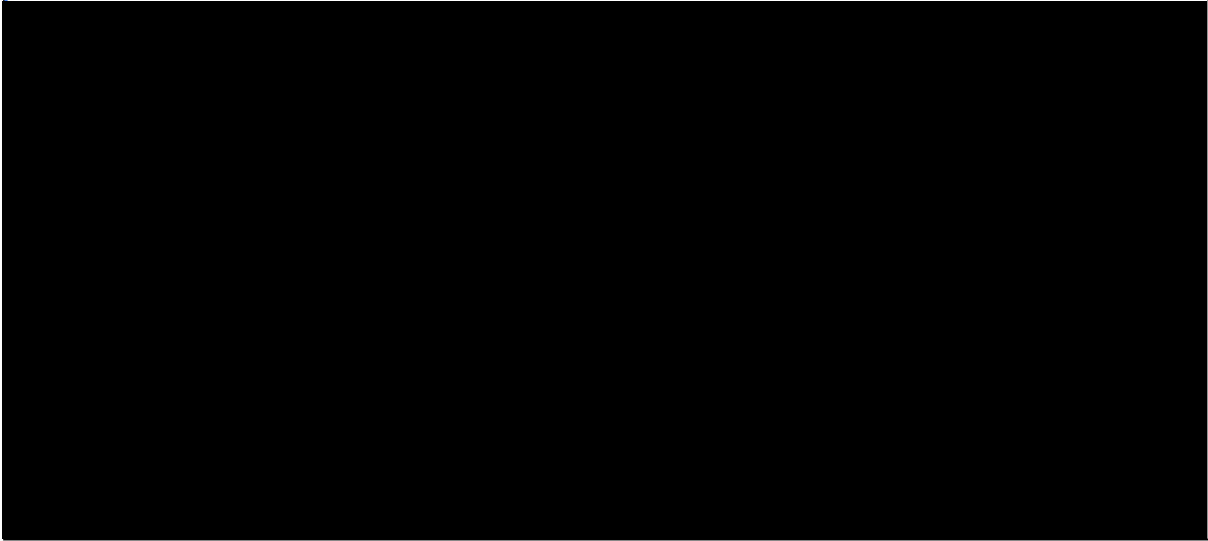Proprietary + Confidential

Tenured Buyer Incentive

Google

Tenured Buyer Incentive Layout

Draft WIP: Discussion only

Proprietary Confidential

General Layout   **Based on Subscription model**

Tenured Buyer Incentive Layout: Sensitivities (Backup)

Draft WIP: Discussion only

Tenured Buyer Incentive Layout: Sensitivities (Backup)
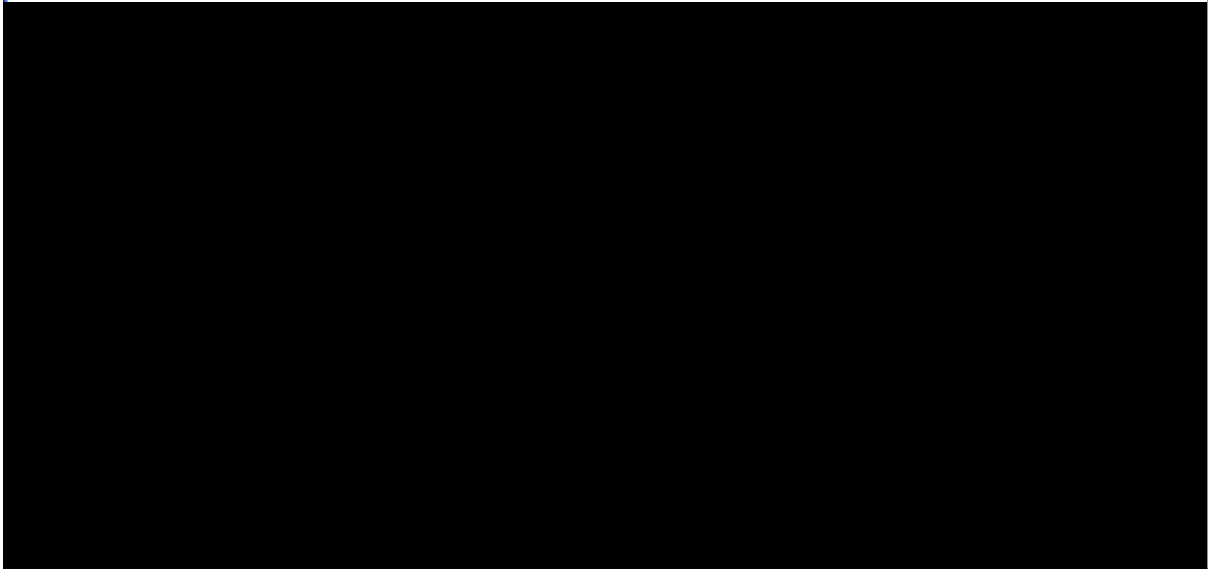
Draft WIP: Discussion only

Tenured buyer incentive: revenue impact at **steady state**, **updated with buyer churn reset**

Draft WIP: Discussion only

Other benefits of Tenured Buyer Incentive

- **Breaks 30% in perpetuity narrative**
- Rewards developers engaging repeat buyers
  - ○ Encourages developers to partner with Android to create platform stickiness
  - ○ Discourages off-Play solutions; incentivizes consolidating spend on Play
- Potential overall spend uplift from increased buyer stickiness *(see next slide)*
- Differentiation if Apple does not match

Google

█████ spend uplift from increased stickiness would offset cost of investment

Proprietary + Confidential

Billing Optionality
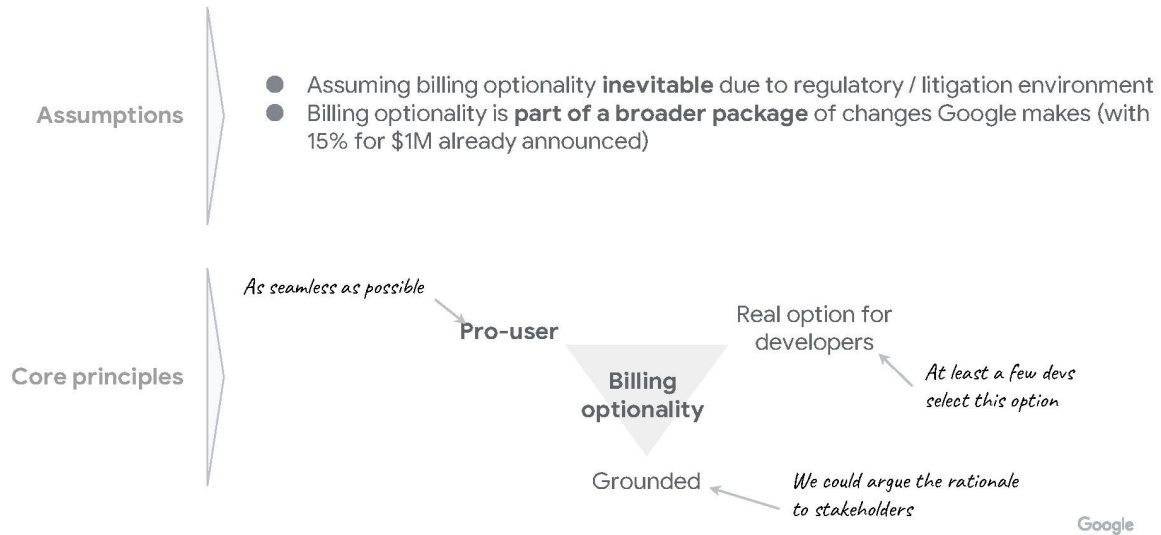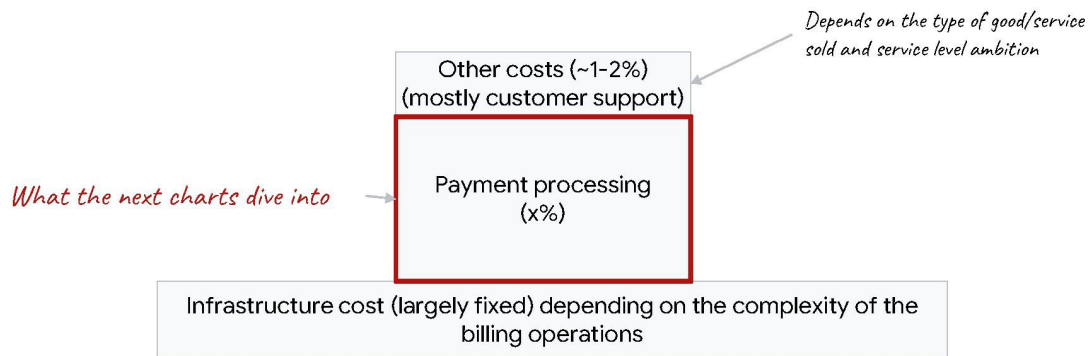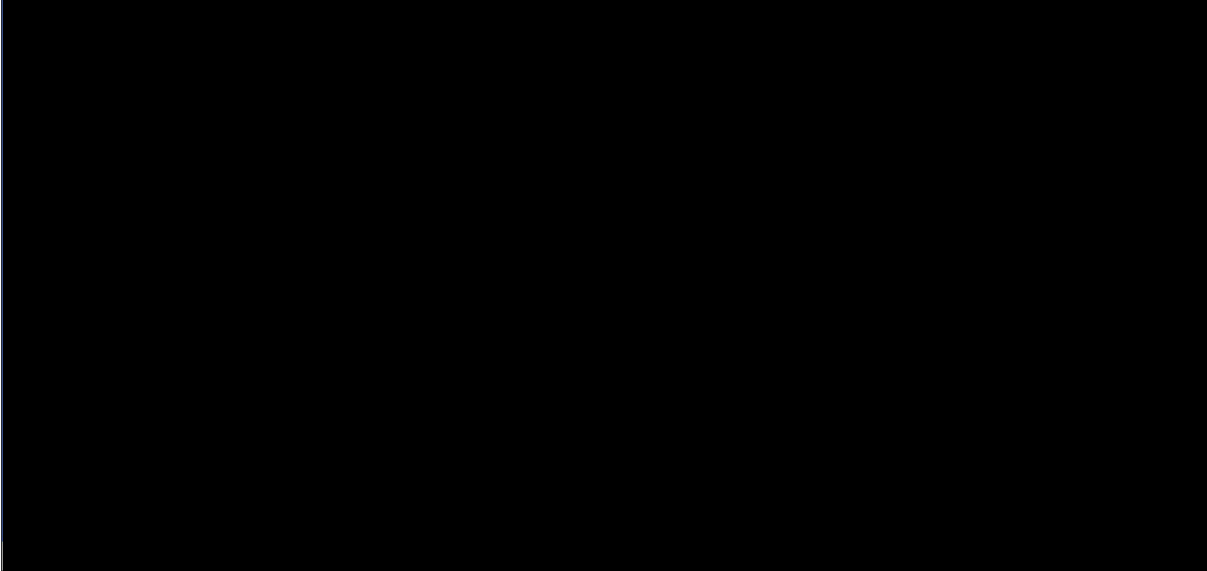
Google

Draft WIP: Discussion only

Current blended market rates for payment processing have
spread from lowest to highest (exc. DCB & GC)

What a regionalized pricing of billing optionality would look like; (charged on the user market location)

Marginal cost transfer from payment processing

BR MX RU ID IN*	▮
US JP KR Other Mature Other Developing	▮
Developed Europe	▮

An additional -X% if dev implements an expensive FOP like DCB?

Priced at margin of payment processing cost, reflective of market differences observed today

Replacement value would add another 1 or 2 ppts.

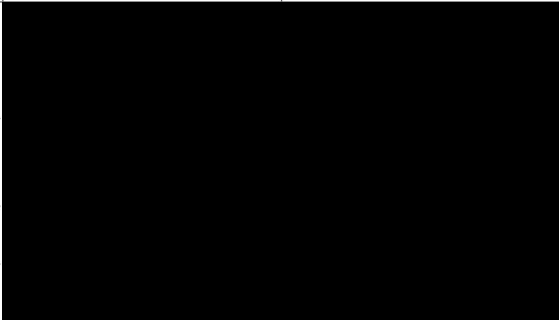Given limited financial arbitrage opportunity, would expect

- Candidates likely to be **small number** of **large multi-platform** developers
- Candidates more likely to already **have their own billing capability/platform**
- Option for developers looking to optimize end-to-end user flows / valuing end-to-end relationship with their users

Google

* Note: India's cost of payment processing is comparable to developed Europe, but India would be awarded a cost transfer aligned to rest of BRIIM, effectively granting developers targeting India market an extra 2% margin transfer

Draft WIP: Discussion only

Billing optionality 'discount' would apply across various revshare agreements

	on Google Play Billing	on Partner Billing (-2.5% to -5%)[1]
In-app purchases	███████████████	███████████████
Subscriptions	███████████████	███████████████
LRAP/ADAP/BCAP	███████████████	███████████████
LRAP++	███████████████	███████████████

[1]Rate includes Google's cost of processing payments by market and customer support █████

Google

Which developers would choose optionality – Early assessment

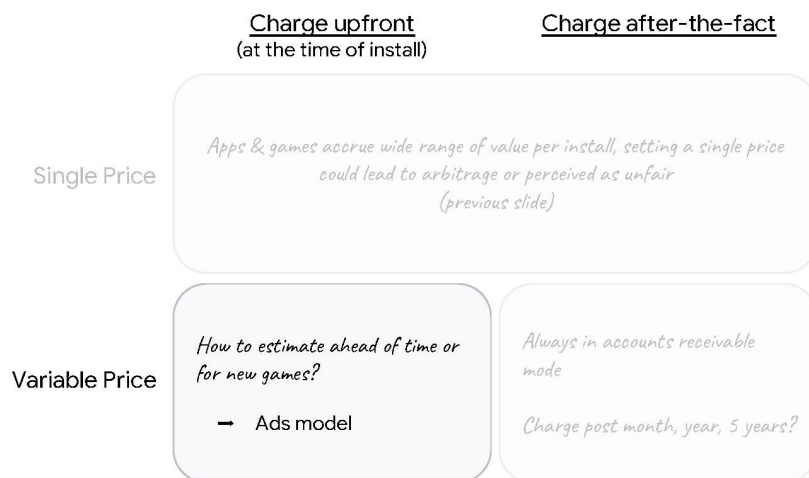| Category	Dev name	$ at risk (annualized revenue)
Developers with access to FOPs not covered by Play	?	
Large multi-platform devs running businesses with thin margins	Sling TV, Spotify	
Large multi-platform devs running high margin businesses	Tencent	

Google

Paid Discovery

To generate ██████ to █████ in paid discovery without cannibalization, need to believe...

Draft WIP: Discussion only

3